

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL						
OMB Number: 3235-0076						
Expires: April 30, 2008						
Estimated average burden						
hours per response	onse 16.00					

SEC USE ONLY					
Prefix		Serial			
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DATE RECEIVED					
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Name of Offering (check if this is an amendment and name has changed, and indicate change.) 135633
Hab Real Estate Ventures IV, LLC Member Shares Offering
Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☐ Rule 506 ☐ Section 4(6) ☐ ULOE
Type of Filing: New Filing Amendment
A. BASIC IDENTIFICATION DATA
1. Enter the information requested about the issuer
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) H&B Real Estate Ventures IV, LLC 06064451
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (including Area Code) 3060 Peachtree Rd., Ste. 830, Atlanta, GA 30305 (404) 264-1400
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
(if different from Executive Offices) Same as above. PROCESSEL same as above.
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Brief Description of Business Fund for real estate investments DEC 2 2 2006
Type of Business Organization THOMSON
☐ corporation ☐ limited partnership, alread FINANCIAL ☐ other (please specify):
□ business trust □ limited partnership, to be formed limited liability company
Actual or Estimated Date of Incorporation or Organization: Month Year
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) GA GA GA
GENERAL INSTRUCTIONS
Federal:
Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.
Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.
Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto; the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.
Filing Fee: There is no federal filing fee.
State:
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this

ATTENTION.

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ph

SEC 1972 (5-05)

notice and must be completed.

A. BASIC IDENTIFICATION DATA
2. Enter the information requested for the following:
• Each promoter of the issuer, if the issuer has been organized within the past five years;
• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
• Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
Each general and managing partner of partnership issuers.
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer. ☐ Director ☐ General and/or Managing Partner
Full Name (Last name first, if individual)
H&B Partners, LLC
Business or Residence Address (Number and Street, City, State, Zip Code)
3060 Peachtree Road, Suite 830, Atlanta, GA 30305
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner
Full Name (Last name first, if individual)
Andrew J. Berg
Business of Residence Address (Number and Street, City, State, Zip Code)
3060 Peachtree Road, Suite 830, Atlanta, GA 30305
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Frank H. Butterfield
Business or Residence Address (Number and Street, City, State, Zip Code)
3060 Peachtree Road, Suite 830, Atlanta, GA 30305
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner
Full Name (Last name first, if individual) Adam L. Fuller
Business or Residence Address (Number and Street, City, State, Zip Code)
3060 Peachtree Road, Suite 830, Atlanta, GA 30305
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Managing Partner
Full Name (Last name first, if individual)
Anthony J. Guinta
Business or Residence Address (Number and Street, City, State, Zip Code)
3060 Peachtree Road, Suite 830, Atlanta, GA 30305
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☒ General and/or Managing Partner
Full Name (Last name first, if individual)
John G. McColsky
Business or Residence Address (Number and Street, City, State, Zip Code)
3060 Peachtree Road, Suite 830, Atlanta, GA 30305
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner
Full Name (Last name first, if individual)
Homrich & Berg, Inc.
Business or Residence Address (Number and Street, City, State, Zip Code)
3060 Peachtree Road, Suite 830, Atlanta, GA 30305
(Use blank sheet or convend use additional conies of this sheet as passessory)

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	ne issuer so	ld, or does	the issuer	intend to	sell, to no	n-accredit	ed investo	ors in this o	offering?			Yes No □ ⊠
		,						ig under U	,			
2. What	is the mini	mum inves	stment that	t will be a	ccepted fr	om any ind	dividual?.	.subject to	the discr	etion of ls	suer	\$100,000
3. Does								Yes No ⊠ □				
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	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENS	ES ANDJUSE	OF PROCEEDS	
1.	Enter the aggregate offering price of securities included in this offering and the already sold. Enter "0" if answer is "none" or "zero." If the transaction is an excluded this box and indicate in the columns below the amounts of the securities offered for already exchanged.	nange offering,		
	Type of Security		Aggregate Offering Price	Amount Already Sold
	Debt	, , ,	S	\$
	Equity	i	\$	\$
	☐ Common ☐ Preferred			
	Convertible Securities (including warrants)		\$	\$
	Partnership Interests		\$	\$
	Other (Specify) Member Shares (estimated)		\$ 30,000,000	\$ 13,440,000
	Total		\$	\$
	Answer also in Appendix, Column 3, if filing under ULOE.	1		
2.	Enter the number of accredited and non-accredited investors who have purchased s offering and the aggregate dollar amounts of their purchases. For offerings under leate the number of persons who have purchased securities and the aggregate dollar a purchases on the total lines. Enter "0" if answer is "none" or "zero."	Rule 504, indi!		
			Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors		87	\$_13,440,000
	Non-accredited Investors			\$
	Total (for filings under Rule 504 only)			\$
	Answer also in Appendix, Column 4, if filing under ULOE.			
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested ties sold by the issuer, to date, in offerings of the types indicated, in the twelve (12 to the first sale of securities in this offering. Classify securities by type listed in Part C	2) months prior	Type of	Dollar Amount
	Type of offering		Security	Sold
	Rule 505	······································		\$
	Regulation A			\$
	Rule 504			<u>\$</u>
	Total			. \$
4.	a. Furnish a statement of all expenses in connection with the issuance and dissecurities in this offering. Exclude amounts relating solely to organization expenses. The information may be given as subject to future contingencies. If the amount of is not known, furnish an estimate and check the box to the left of the estimate.	s of the insurer.		
	Transfer Agent's Fees	! !		\$
	Printing and Engraving Costs	<u> </u>	🛭	\$ 2,500
	Legal Fees		🛚	\$ 25,000
	Accounting Fees			\$
	Engineering Fees			\$
	Sales Commissions (specify finders' fees separately)			\$
	Other Expenses (identify) filing fees	, ,		\$ 3,325
	Total			

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b. Enter the difference between the aggregation 1 and total expenses furnished in respon	ise to Part C - Question 4.a. This diffe	erence is th	e¦	e 20.0/0.175
"adjusted gross proceeds to the issuer." 5. Indicate below the amount of the adjusted g	ross proceeds to the issuer used or pro	posed to b	$\mathbf{e}_{i}^{ }$	\$ <u>29.969.175</u>
used for each of the purposes shown. If the estimate and check the box to the left of the e the adjusted gross proceeds to the issuer set	stimate. The total of the payments listed	d must equa	al Payments to	
•			Officers, Directors, & Affiliates	Payments To Others
Salaries and fees		!		
Purchase of real estate		1	-}\$ -}\$	
Purchase, rental or leasing and installa		1		
Construction or leasing of plant buildi	•	1		□\$
Acquisition of other businesses (include		:		
offering that may be used in exchange	for the assets or securities of another	i	<u> </u>	
issuer pursuant to a merger)		i	□\$ 	□\$
Repayment of indebtedness		į.]\$ 	
Working capital		1	<u> </u>	⊠ \$ <u>29,969,175</u> _
Other (specify):		<u> </u>	□\$	
		1	<u>1</u> ⊐\$	_ \$
Column Totals		_ ' ''''	— <u>*</u> ∐\$	□\$ □\$_29,969,175
Total Payments Listed (column totals		ŧ	1	,969,175
Total Fayments Listed (Column totals	added)	1	i	,909,175
	D. FEDERAL SIGNATURE	鐵湖山區		
The issuer has duly caused this notice to be signe following signature constitutes an undertaking by quest of its staff, the information furnished by the	the issuer to furnish to the U.S. Securi	ties and Ex	change Commiss	ion, upon written re-
Issuer (Print or Type)	Signature		Date	•
H&B Real Estate Ventures IV, LLC	/ MX f	<u> </u>	Dece	mber 7 , 2006
Name of Signer (Print or Type)	Title of Signer (Print or Type)		! 	
Adam L. Fuller	Manager of H&B Partners,	LLC, the	Manager of the	Issuer
	ATTENTION	<u> </u>		
Intentional misstatements or omissio		inal viola	ations. (See 18	U.S.C. 1001.)

C: OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS